

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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In Re VEECO INSTRUMENTS, INC.,	:	05-MD-1695 (CM)
SECURITIES LITIGATION	:	
_____X		
THIS DOCUMENT RELATES TO:	:	
_____X		
AUGUST SCHUPP, III, derivatively on behalf of	:	05-CV-10225 (CM)
VEECO INSTRUMENTS, INC.,	:	
	:	
Plaintiff(s),	:	DECLARATION OF ROBERT I.
	:	HARWOOD IN SUPPORT OF
v.	:	PLAINTIFFS' MOTION FOR
	:	LEAVE TO AMEND THEIR
	:	CONSOLIDATED AMENDED
EDWARD H. BRAUN, et al.,	:	VERIFIED SHAREHOLDER
	:	DERIVATIVE COMPLAINT AND
Defendant(s),	:	TO FILE A SECOND
	:	CONSOLIDATED AMENDED
	:	VERIFIED SHAREHOLDER
	:	DERIVATIVE COMPLAINT
	:	
_____X		
DAVID ALTMAN, derivatively on behalf of	:	05-CV-10226 (CM)
VEECO INSTRUMENTS, INC.,	:	
	:	
Plaintiff(s),	:	
	:	
v.	:	
	:	
EDWARD H. BRAUN, et al.,	:	
	:	
Defendant(s)	:	
_____X		

I, Robert I. Harwood, declare under penalty of perjury, as follows:

1. I am a partner of the law firm Wechsler Harwood LLP, counsel to Plaintiffs in this action.
2. Attached hereto as Exhibit A is a true and correct copy of Plaintiffs' Consolidated Amended Verified Shareholder Derivative Complaint filed on September 26, 2005.
3. Attached hereto as Exhibit B is a true and correct copy of Plaintiffs' (Proposed) Second Consolidated Amended Verified Shareholder Derivative Complaint.

Dated: November 7, 2006

s/ Robert I. Harwood
Robert I. Harwood